

**CHARTER OF THE EXECUTIVE PERFORMANCE SUBCOMMITTEE**  
**OF THE**  
**COMPENSATION COMMITTEE**  
**OF THE**  
**BOARD OF DIRECTORS**  
**OF**  
**CC MEDIA HOLDINGS, INC. (THE “COMPANY”)**

**(Amended and Restated as of October 15, 2010)**

I. Organization and Governance of the Subcommittee. There shall be a subcommittee of the Compensation Committee of the Board of Directors (the “Board”) of the Company to be known as the Executive Performance Subcommittee (the “Subcommittee”). The Subcommittee shall be composed of at least two directors, both of whom shall be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code and/or a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 and who shall be appointed by the Board. Members of the Subcommittee may be removed at the Board’s discretion.

In order to fulfill its role, the Subcommittee shall be organized and governed in the following manner:

- The Subcommittee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, at such times and places as the Subcommittee shall deem advisable on the call of the Chairman of the Subcommittee, the Chairman of the Board, the President, or, in their absence, by any member of the Subcommittee;
- The presence of a majority of the members of the Subcommittee then in office shall constitute a quorum for the transaction of business, and action may be taken by the Subcommittee upon the affirmative vote of a majority of the members present; and
- Action may be taken by the Subcommittee without a meeting if all of the members of the Subcommittee indicate their approval thereof in writing.

II. Statement of Purpose and Responsibilities. The Subcommittee has direct responsibility to perform the following duties:

- Review and approve corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate the CEO’s and other executive officers’ performance in light of those goals and objectives and, either as a committee or together with the other

independent directors (as directed by the Board), determine and approve the CEO's and other executive officers' compensation level based on this evaluation;

- Approve all awards under the Company's incentive compensation plans and equity-based plans, as well as adopt, administer, amend or terminate such plans; provided, that no adoption, amendment or termination of any compensation plan under which stock may be issued, or in which a member of the Board may be a participant, shall be effective unless the same shall be approved by the Board and, to the extent required by law or rules of any stock exchange on which the Company's securities are listed, by the stockholders;
- Review and assess the adequacy of this charter and submit any changes to the Board for approval;
- Report its actions and any recommendations to the Board on a periodic basis; and
- Review such other matters as the Board, the Committee or the Subcommittee shall deem appropriate.

III. Powers of the Subcommittee. In order to fulfill its role, the Subcommittee shall have the power to:

- When it is determined by the Subcommittee that a consulting firm (or other expert) is to assist in the assessment of the CEO's or other senior executive officer's compensation, the Subcommittee shall have the authority to retain and terminate such firm or expert and have the authority to approve the consulting firm or other expert's fee and other retention terms. The Subcommittee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to establish the scope of the role of and to determine compensation for such advisors.